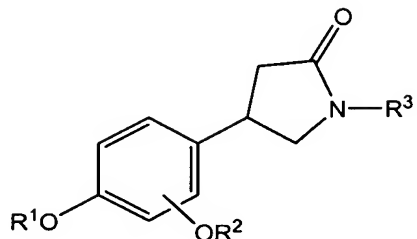


WHAT IS CLAIMED IS:

1. A compound having the formula:



wherein

R^1 is a member selected from hydrogen, substituted or unsubstituted C_1 - C_4 alkyl and substituted or unsubstituted C_3 - C_6 cycloalkyl;

R^2 is a member selected from substituted or unsubstituted phenyl, substituted or unsubstituted benzyl and substituted or unsubstituted C_3 - C_6 cycloalkyl;

R^3 is a member selected from substituted or unsubstituted pyridyl, substituted or unsubstituted pyrimidyl, substituted or unsubstituted pyrazinyl, phenyl and phenyl substituted with a member selected from $S(O)_nNR^{3a}R^{3b}$, $NR^{3a}S(O)_nR^{3b}$, $S(O)_nR^{3a}$, $NR^{3a}R^{3b}$, $NR^{3a}C(O)R^{3b}$, $OC(O)R^{3b}$, $OC(O)OR^{3b}$, $C(O)R^{3b}$, $C(O)NR^{3a}R^{3b}$ and OR^{3a} ;

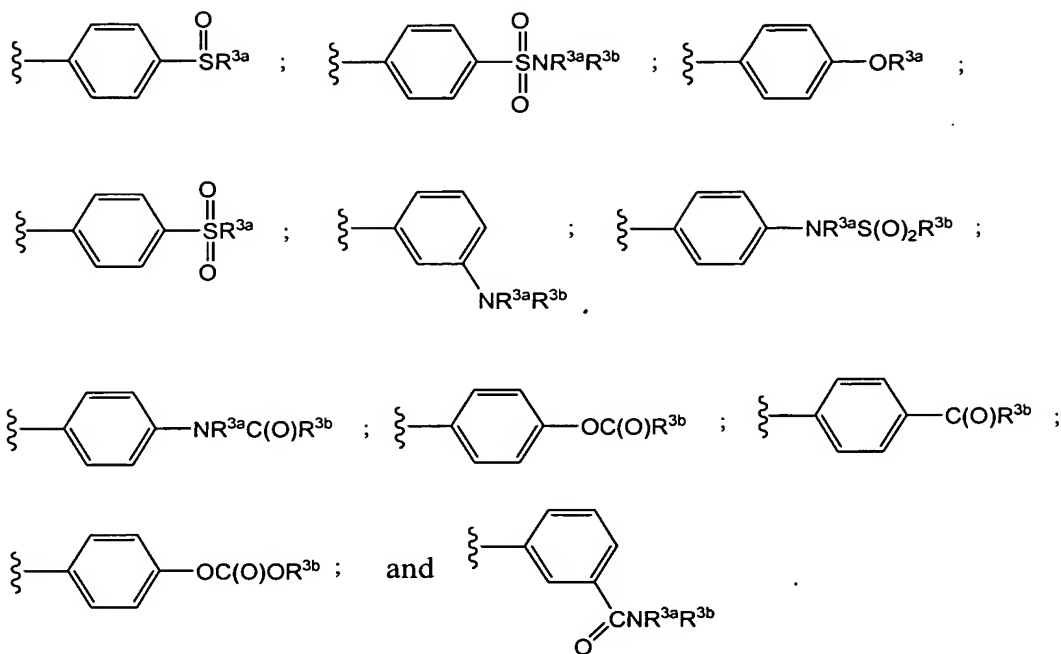
wherein

R^{3a} and R^{3b} are members independently selected from H and substituted or unsubstituted C_1 - C_6 alkyl and substituted or unsubstituted aryl;

n is 0, 1 or 2.

2. The compound according to claim 1 wherein R^3 has a formula which is

a member selected from:

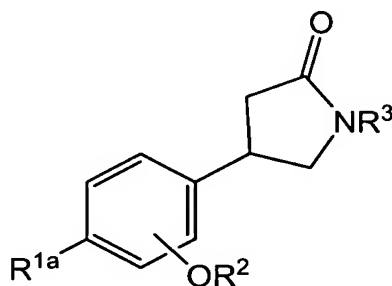


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1 3. The compound according to claim 1, wherein R¹ is a member selected
2 from C₁-C₃ haloalkyl or methyl.

1 4. The compound according to claim 1, wherein R² is cyclopentyl.

1 5. A method of inhibiting HIV replication in a cell, said method
2 comprising contacting said cell with an amount of a compound sufficient to inhibit said HIV
3 replication, said compound having the formula:



4 5 wherein

6 R^{1a} is a members independently selected from H, and OR^{1b}

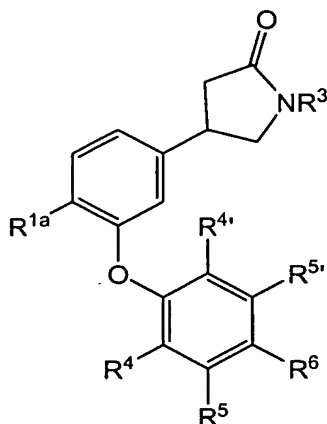
7 wherein

8 R^{1b} is a member selected from substituted or unsubstituted alkyl, substituted or
9 unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and
10 substituted or unsubstituted aryl;

11 R^2 is a member selected from H, substituted or unsubstituted alkyl, substituted or
12 unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and
13 substituted or unsubstituted aryl; and

14 R^3 is a member selected from substituted or unsubstituted aryl and substituted or
15 unsubstituted heteroaryl.

1 6. The method according to claim 5, said compound having the formula:



2
3 wherein

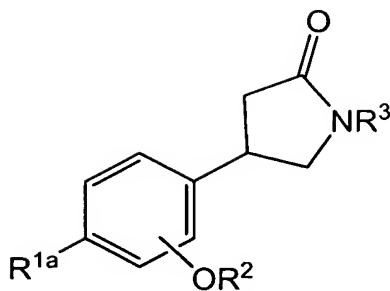
4 R^4 , $R^{4'}$, R^5 , $R^{5'}$ and R^6 are members independently selected from H, substituted or
5 unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $S(O)_2NR^{3a}R^{3b}$,
6 $S(O)_nR^3$, $NR^{3a}R^{3b}$, $C(O)NR^{3a}R^{3b}$ and OR^{3a} , CN, halogen and NO_2 .

1 7. The method according to claim 5, wherein R^{1a} is a member selected
2 from substituted or unsubstituted C_3 - C_6 cycloalkyloxy and substituted or unsubstituted
3 phenoxy.

1 8. The method according to claim 5, said compound according to claim 1,
2 wherein R^{1b} is substituted or unsubstituted alkyl; and
3 R^2 is a member selected from substituted or unsubstituted C_4 - C_6 cycloalkyl,
4 substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.

1 9. The method according to claim 5, wherein said cell is in a human.

1 10. A method of inhibiting reverse transcriptase in a cell, said method
2 comprising contacting said cell with an amount of a compound sufficient to inhibit said
3 reverse transcriptase, said compound having the formula:



wherein

R^{1a} is a member independently selected from H, and OR^{1b}

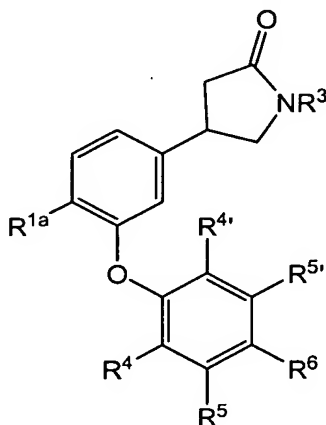
wherein

R^{1b} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

R^2 is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

R^3 is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

11. The method according to claim 10, said compound having the formula:



wherein

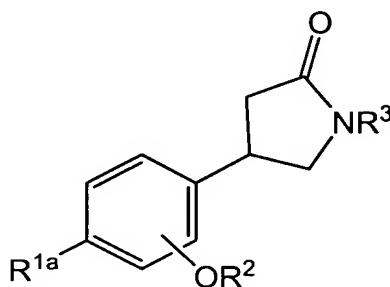
R^4 , $R^{4'}$, R^5 , $R^{5'}$ and R^6 are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $S(O)_2NR^{3a}R^{3b}$, $S(O)_nR^3$, $NR^{3a}R^{3b}$, $C(O)NR^{3a}R^{3b}$ and OR^{3a} , CN and NO_2 .

12. The method according to claim 10, wherein R^{1a} is a member selected from substituted or unsubstituted C₄-C₆ cycloalkyloxy and substituted or unsubstituted phenoxy.

13. The method according to claim 10, said compound according to claim 1, wherein R^{1b} is substituted or unsubstituted alkyl; and R² is a member selected from substituted or unsubstituted C₃-C₆ cycloalkyl, substituted or unsubstituted benzyl and substituted or unsubstituted phenyl.

14. The method according to claim 10, wherein said cell is in a human.

15. A method of treating HIV infection in a human subject comprising administering to said subject an amount of a compound sufficient to treat said HIV infection, said compound having the formula:



wherein

R^{1a} is a members independently selected from H, and OR^{1b}

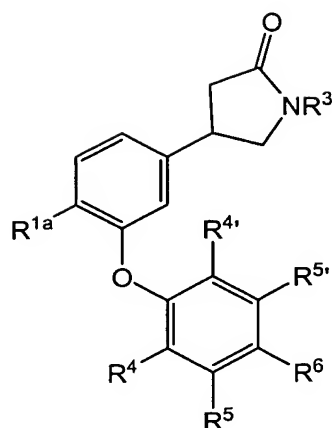
wherein

R^{1b} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;

R² is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and

R³ is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

16. The method according to claim 15, said compound having the formula:



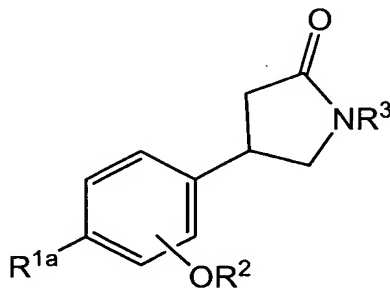
wherein

R^4 , $R^{4'}$, R^5 , $R^{5'}$ and R^6 are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $S(O)_2NR^{3a}R^{3b}$, $S(O)_nR^3$, $NR^{3a}R^{3b}$, $C(O)NR^{3a}R^{3b}$ and OR^{3a} , CN and NO_2 .

17. The method according to claim 15, wherein R^{1a} is a member selected from substituted or unsubstituted C_3 - C_6 cycloalkyloxy and substituted or unsubstituted phenoxy.

18. The method according to claim 15, said compound according to claim 1, wherein R^{1b} is substituted or unsubstituted alkyl; and R^2 is a member selected from substituted or unsubstituted C_3 - C_6 cycloalkyl, substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.

19. A method of providing prophylaxis against HIV infection comprising administering a prophylactic amount of a compound to a person who is at risk of HIV infection, said compound having the formula:

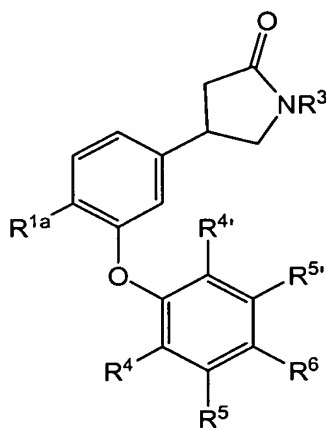


wherein

R^{1a} is a members independently selected from H, and OR^{1b} wherein

R^{1b} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl;
 R^2 is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, and substituted or unsubstituted aryl; and
 R^3 is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

20. The method according to claim 19, said compound having the formula:



wherein

R^4 , $R^{4'}$, R^5 , $R^{5'}$ and R^6 are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $S(O)_2NR^{3a}R^{3b}$, $S(O)_nR^3$, $NR^{3a}R^{3b}$, $C(O)NR^{3a}R^{3b}$ and OR^{3a} , CN and NO_2 .

21. The method according to claim 19, wherein R^{1a} is a member selected from substituted or unsubstituted C_4 - C_6 cycloalkyloxy and substituted or unsubstituted phenoxy.

22. The method according to claim 19, said compound according to claim 1, wherein R^{1b} is substituted or unsubstituted alkyl; and
 R^2 is a member selected from substituted or unsubstituted C_4 - C_6 cycloalkyl, substituted or unsubstituted phenyl and substituted or unsubstituted benzyl.